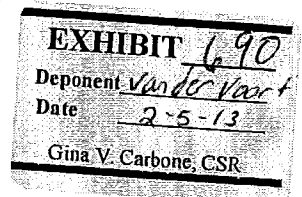


EXHIBIT 690

Recruiting and Human Resources Update

Lucasfilm Ltd.
Board of Directors Meeting
October 19, 2007



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Agenda

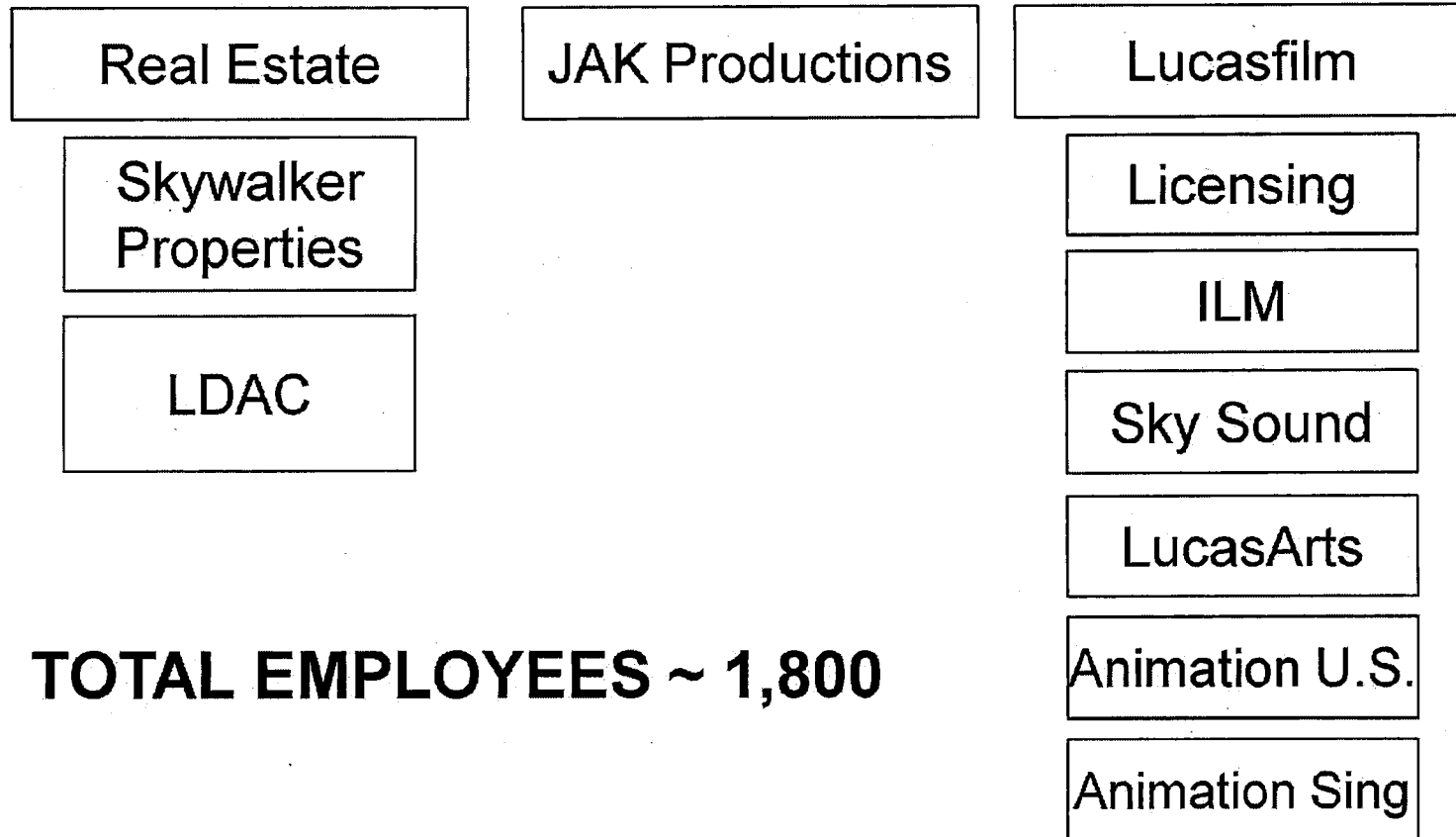
- Overview
- Human Resources
 - [REDACTED]
 - [REDACTED]
- Recruiting
 - Company growth plans
 - Demographics and changes in the marketplace
 - Meeting the challenges
- Executive Session

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Company Organization



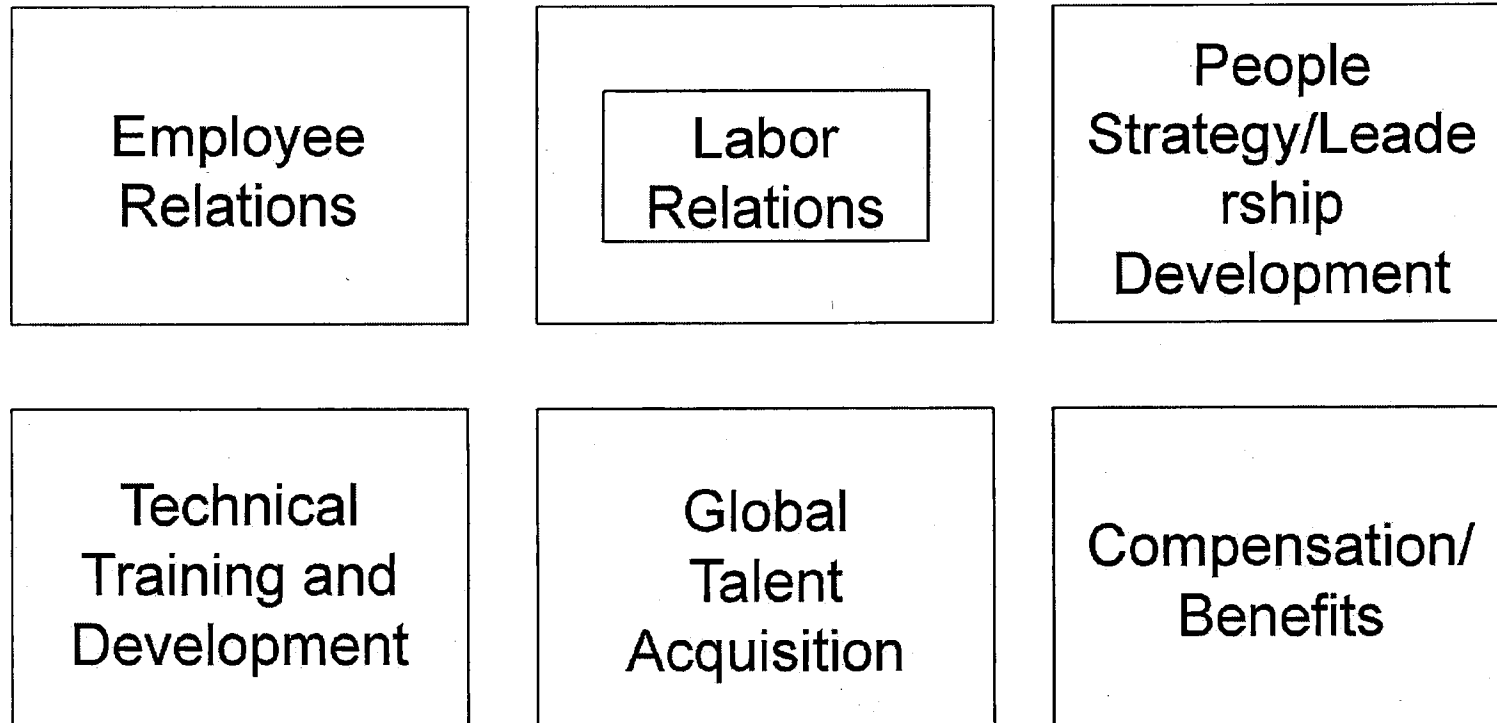
TOTAL EMPLOYEES ~ 1,800



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Human Resources Scope



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CAO Strategic Focus for 2007-2008

- Culture and Communication
 - Vision, Values
- Talent Selection and Development
 - Global Recruiting
 - Development (technical and leadership)
- Rewards
 - Compensation, Benefits, unique Lucas value proposition
- Infrastructure
 - Systems and processes



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[REDACTED]



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[REDACTED]



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[REDACTED]



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[REDACTED]



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[REDACTED]



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Recruiting

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Changes in Company Demographics

Area of Residence	In 2004	In 2007
East Bay	14%	12%
Marin	47%	31%
Sonoma	12%	5%
NE Bay (Napa/Vallejo area)	4%	3%
San Francisco	19%	40%
South Bay	3%	9%
SE Bay (Fremont area, lower 880 toward 101)	1%	1%

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2007 Recruiting Statistics

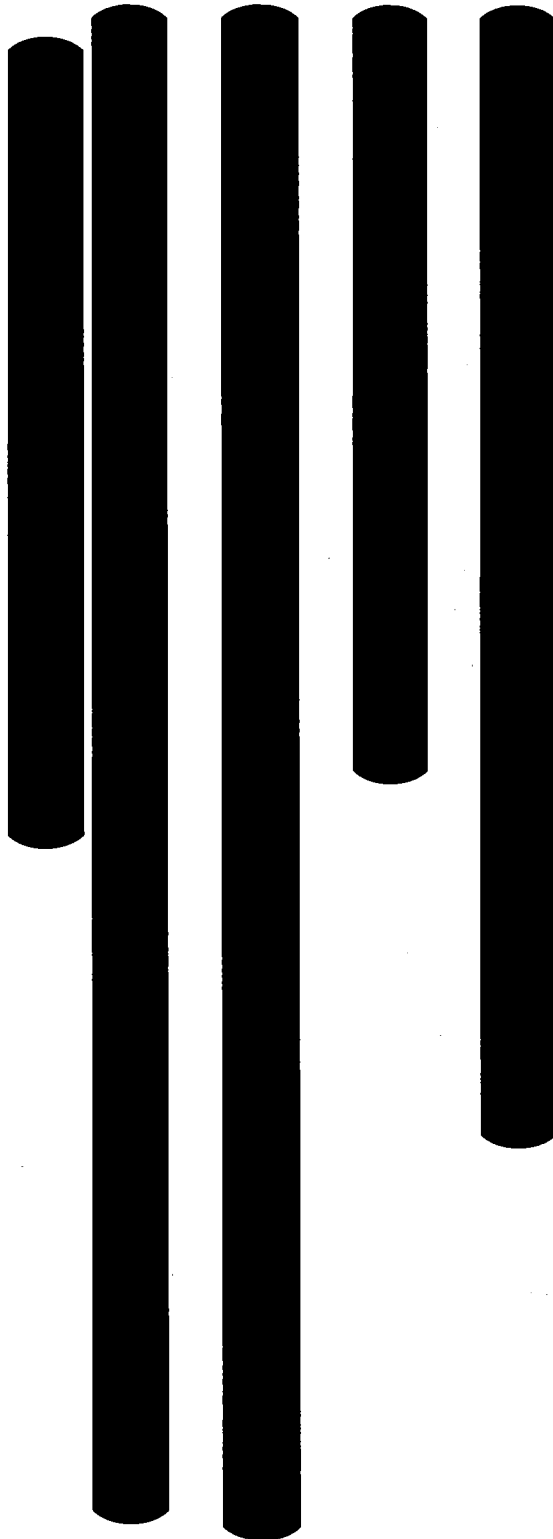
A 4x12 grid of black and white images showing various objects, likely tools or components, arranged in four rows and twelve columns. The objects are mostly cylindrical or rectangular in shape, with some having distinct features like handles or bases. The grid is organized into four horizontal sections, each containing twelve individual images. The objects vary in size and orientation, suggesting different parts or views of a larger assembly. The background is white, and the objects are solid black, creating a high-contrast visual. The grid lines are thin and black, separating the individual images clearly. The overall layout is systematic and organized, typical of a technical or industrial catalog.

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2007 Recruiting Statistics



[illegible]

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Recruiting Headlines by Division

LEC	<input type="radio"/>	Talent hard to find, "passive" candidates; lots of local competition; new industry; reputation challenge
LAL	<input type="radio"/>	Lots of available talent; cultural and artistic sense critical; easy to recruit junior talent/senior difficult; reputation mixed
LAS	<input type="radio"/>	Little local talent; high rental costs; easy to get visas; growing reputation
LFL / LECL	<input type="radio"/>	Junior talent easy/senior very difficult to find; lots of competition; good reputation
SS	<input type="radio"/>	Very project-based; organized work force; no local competition; good reputation
ILM	<input type="radio"/>	Very project-based; organized work force; excellent rolodex of project staff; reputation "sells" the job
Real Estate	<input type="radio"/>	No significant issues

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Examples of Positions to Fill

[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]



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#1 - Sourcing for Talent

- Passive Talent difficult to find
- It is a candidate market right now
- Extremely diverse needs for each division
- Tools not in place
- Need to think “out of the box” to get the best and the brightest
- Change recruiting strategy from gatherer to hunter



#2 - Compensation

[REDACTED]



#3 - Competition in the Bay Area

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



#4 - Immigration and Visas

- H1-B's were on lottery and completely gone this year in 48 hrs
- O-1's require an advanced degree, being published or 10+ years of experience
- We use every possible method to get visas for our talent but it is not enough
- Immigration expenses have doubled – 20K for a green card
- Gaming talent is international

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#5 - Retention

- Revolving door; Lucasfilm has become the training ground for entertainment community
- Recruiting and training is very expensive; need to increase talent tenure to get a reasonable return on our investment

[REDACTED]

[REDACTED]

- Need to create strategies to keep people here, especially those working on company growth related projects



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What We're Doing

- Building the right recruiting organization to support the ebb and flow of our businesses
- JEDI Academy & JuMP program
- All Companies Referral bonus plan
- Applicant Tracking System
- Re-branding ourselves to generate excitement about the company



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Recruiting Challenges

1. Sourcing for talent
2. Competition in the Bay Area
3. Immigration and Visas
4. Retention
5. Compensation



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#1 - Sourcing for Talent

- Passive talent difficult to find
- It is a candidate market right now
- Extremely diverse needs for each division
- Must think “out of the box” to get the best and the brightest; schools outreach
- Current market conditions require “hunters”, not just “gatherers”



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#2 - Competition in the Bay Area

- San Francisco offers an increasing variety of interesting opportunities for candidates
 - Pixar, IM Digital, PDI, Tippett, Orphanage, EA Redwood Shores, LeapFrog
 - Google, Yahoo, MySpace, Apple, TiVO, Nvidia
- Being based in San Francisco gives good candidates more choices



#3 - Immigration and Visas

- H1-B lottery gone this year in 48 hours (received 10, denied 3)
- O-1's require an advanced degree, being published or 10+ years of experience (applied for and received 13)

[REDACTED]

- No immigration issues in Singapore; employees can easily be transferred



#4 - Retention

- Lucasfilm is the training ground for the entertainment community

- [REDACTED]

- Focus on retention of key people
- Career development



#5 - Compensation

[REDACTED]

[REDACTED]

- Hot job market drives prices – frequently, candidates have competing offers
- Some competitors are targeting higher comp levels for “A” players, especially with equity



What We're Doing

- Building the right recruiting organization to support the ebb and flow of our businesses
- Developing formal internship and training programs to bring in junior talent and get them up to speed quickly
- Referral bonus plan for all employees
- Applicant Tracking System to increase productivity of recruiters
- Re-branding through new website



Training and Development

- Jedi Academy
- Jedi Masters Program
- STRAT



JEDI Academy

Targeted Internship Program

- Targets internships toward schools where we can find talent for “hard to find” recruiting areas – engineering, computer science and art
- Builds a pipeline of eager interns and new employees ready to join the company every June
- Uses undergraduate internships as a building block to create partnerships with targeted schools
- Targeting 50 interns

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JEDI Academy

2008 Proposed Numbers

- LucasArts – 18 interns
- LAL – 5 interns
- ILM R&D – 8 interns
- ILM CG Production – 3 interns
- LECL – 7 interns
- Lucasfilm Misc. – 8 interns
- Documentaries – 1 intern

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JEDI Academy *Target Schools*

• Technical

- Berkeley
- Stanford
- Illinois Urbana-Champaign
- SFSU (for IT / IS)
- Carnegie-Mellon
- MIT
- Texas A&M
- University of Washington
- Georgia Tech
- Waterloo
- USC (Gamepipe Lab)

•* *proposed targets in yellow*

• Art

Savannah College of Art and Design (SCAD)
Art Center College of Design - Pasadena
Cal Arts
Academy of Art
SF Art Institute
San Jose State
Otis College of Design
Ringling

• Production/Direction

University of Southern California (USC)

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Jedi Masters Program

Program Purpose

- To provide Production Experience in Animation, VFX and Games
- To raise the local industry Mid and Senior Level Artistic and Technical Talent
- To raise the skill level of existing LAS Artists
- To provide Professional Development Training to existing LAS Artists
- To produce talent on par with Lucasfilm US

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Jedi Masters Program

Program Structure

- Focused, production centered training with in-depth, real time hands on experience
- Instructors provided by Industrial Light & Magic, LucasArts, and Lucasfilm Animation
- Direct expert mentorship for each and every student

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Jedi Masters Program *Scope*

- Existing LAS artists and new trainees
 - New trainees will be drawn from Singapore and the surrounding regions
 - Extremely competitive entrance requirements
 - 150 trainees over 2.5 years
- Also talking with U.S. schools about placing students in Singapore

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STRAT

A New Version of T.A.P.

- 21 INTERNS IN 2008
- ILM
 - Software R&D
- Lucasfilm Animation
 - Lighting TDs
 - Software R&D
 - Creature Developers
- LucasArts
 - Game Artists and Engineers

c

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Website

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LUCASFILM RECRUITING

CAREER LISTINGS CULTURE BENEFITS



Lucasfilm News Center see us at C-DC San Francisco February 15 - 22, 2008

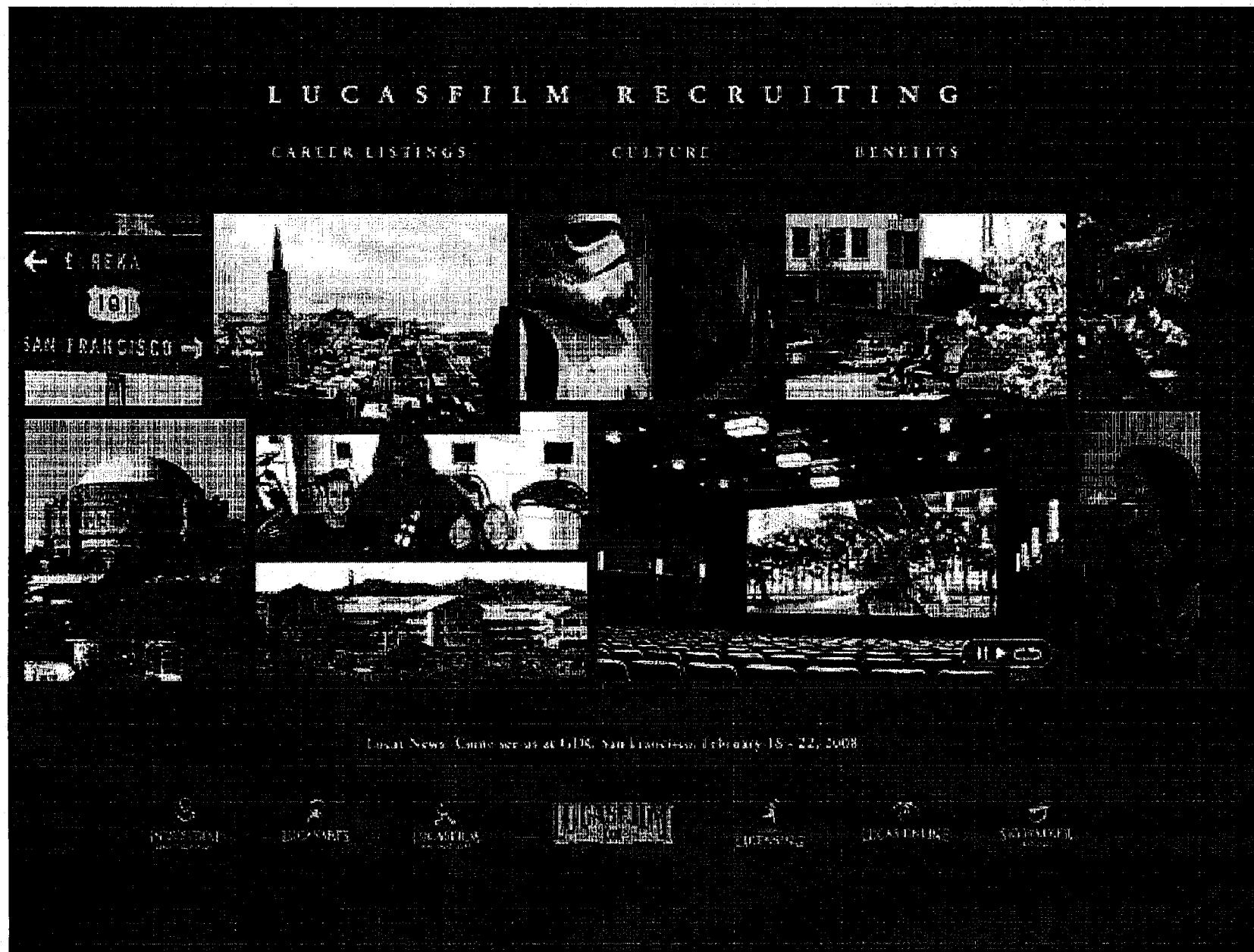
INDUSTRIAL LIGHT & MAGIC LUCASFILM LUCASFILM LUCASFILM LUCASFILM LUCASFILM LUCASFILM

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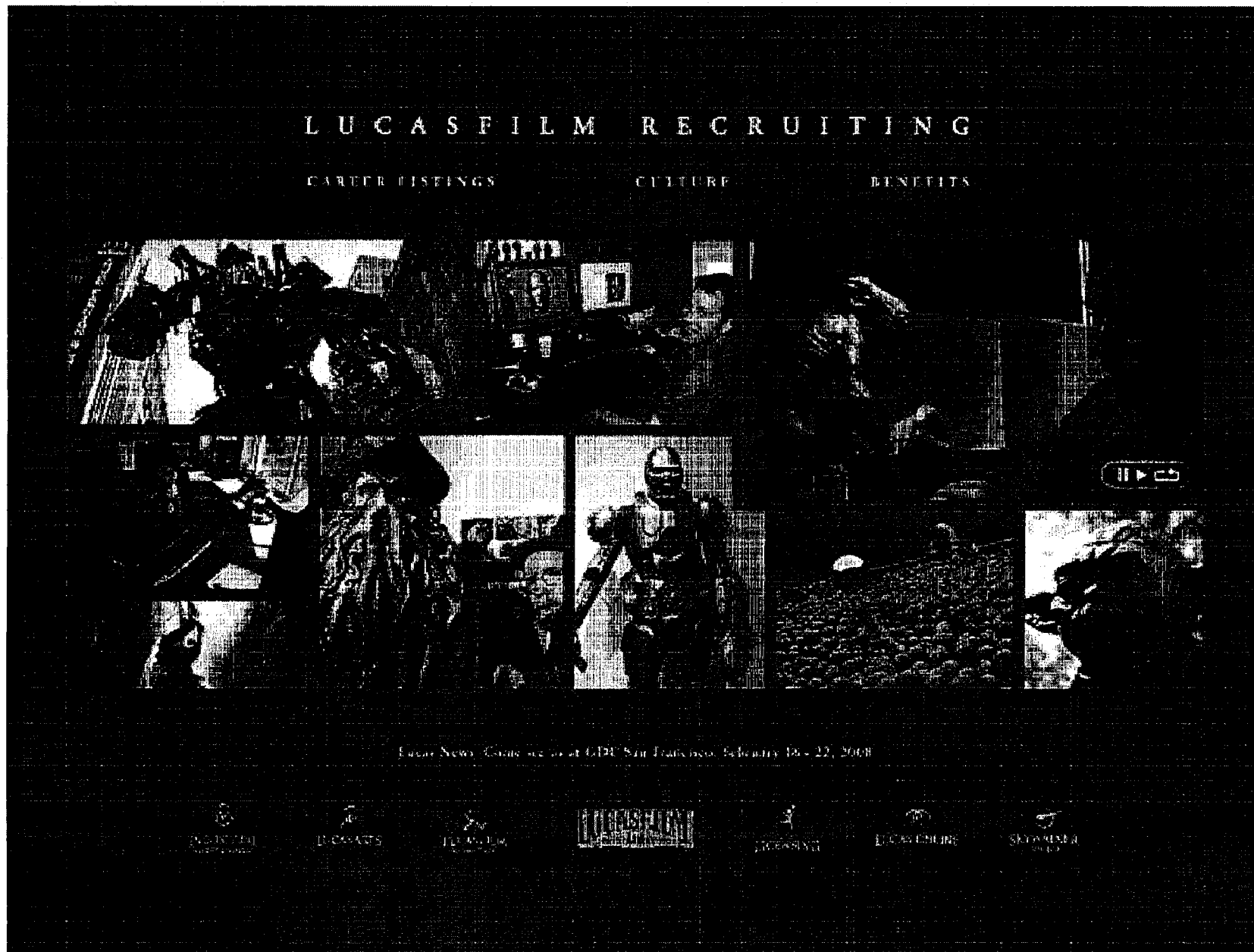


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LUCASFILM RECRUITING

CAREER PATHS UNIVERSITY RELATIONS COLLEGE STUDENT SUBMISSION GUIDELINES RELOCATIONS INFO

EDUCATION CULTURE BENEFITS



NEED HELP AND THE OWN REFINEMENT? AT THE LUCASFILM COMPANY, WE HAVE IT COVERED.

LUCASFILM ANIMATOR

Description:

Learn from the best in the industry, working on the most challenging projects in the world. You will be part of a team that is responsible for the creation of the most memorable and iconic characters in the history of animation. This role is a key position in the company and is responsible for the overall quality of the work produced.

APPLY FOR THIS JOB

INDUSTRIAL LIGHT & MAGIC ANIMATOR

Description:

Learn from the best in the industry, working on the most challenging projects in the world. You will be part of a team that is responsible for the creation of the most memorable and iconic characters in the history of animation. This role is a key position in the company and is responsible for the overall quality of the work produced.

APPLY FOR THIS JOB

LUCASFILM ANIMATOR'S ASSISTANT

Description:

Learn from the best in the industry, working on the most challenging projects in the world. You will be part of a team that is responsible for the creation of the most memorable and iconic characters in the history of animation. This role is a key position in the company and is responsible for the overall quality of the work produced.





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TURN INTO CHART

Recruiting Organization

- LECL – 1 Director, 1 Recruiter, 1 Recruiting Coordinator = 2
 - ILM – 2 Recruiters, 1 Recruiting Coordinator = 3
 - ILM R&D – 1 Recruiter, 1 Recruiting Coordinator = 2
 - LEC – 1 Staffing Manager, 8 Recruiters, 4 Sourcers, 3 Recruiting Coordinators = 16
 - LFL - 2 Recruiters, 1 Recruiting Coordinator = 2
 - LAL US – 1 Recruiter, 1 Recruiting Coordinator = 2
 - LAL SG – 3 Recruiters = 3
- TOTAL Staff = 31**



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Recruiting Videos

Intergalactic Colleagues

LAS Recruiting Reel

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QuickTime™ and a
H.264 decompressor
are needed to see this picture.

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QuickTime™ and a
Sorenson Video 3 decompressor
are needed to see this picture.

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EXECUTIVE SESSION

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UNUSED SLIDES



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JEDI Academy, JuMP & STRAT

- JEDI Academy – Summer internship program – focused on LEC, R&D and misc. other
- JuMP – Singapore training initiative
- STRAT – Singaporeans trained in US to move back to Singapore and populate LAS

[REDACTED]



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Projected 2008 Recruiting Demands

• [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

**Need to talk about our
attrition rate, not just
industry benchmark**



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All Companies Referral bonus plan

- The money bullets make no sense. We should really talk about what the program is and what we're hoping to gain from it (e.g., how many applicants do we get from our employees, how the program did last year, anything else interesting). You get the drift.



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Applicant Tracking System

- Better Database for tracking candidates
- Web based so recruiters can work from all locations
- Increased sourcing capabilities
- Automated tracking of the life of the candidate withing the system and company
- Increased ability to mine important recruiting data



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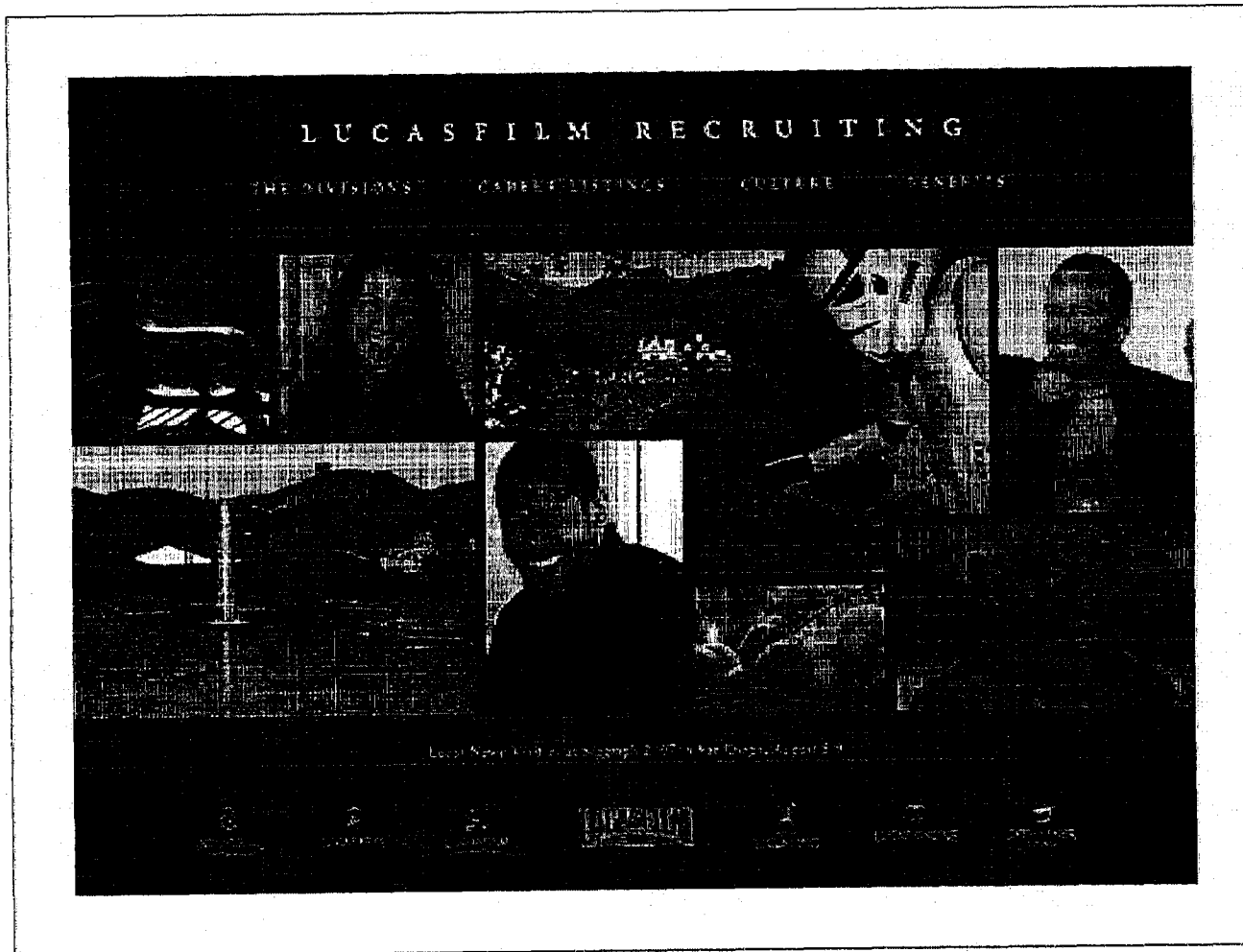
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Recruiting Re-branding



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Recruiting Re-branding

The screenshot displays the Lucasfilm Recruiting website. At the top, the text "LUCASFILM RECRUITING" is centered. Below this, a horizontal navigation bar contains the following links: "THE DIVISIONS", "CULTURE", "BENEFITS", "CAREERS", "INTERNSHIP", "SUBMISSION GUIDELINES", and "SILICON VALLEY". The main content area features a search form with the following fields: "ORGANIZATION", "FUNCTION", "KEYWORD/SLAB", and "DATE POSTED". Below these fields are two buttons: "SEARCH" and "VIEW ALL JOBS". At the bottom of the page, there is a dark banner image showing a person's silhouette against a bright background.

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Business Unit Profiles

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ILM

[REDACTED]

[REDACTED]

- Recruiting Headlines:

- High-end technical migrant workers
- Recruiting generally based upon production requirements
- Great reputation
- Easy to recruit Junior talent – almost too many applicants/candidates
- Very difficult to recruit Senior talent



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LucasArts

[REDACTED]

[REDACTED]

- Recruiting Headlines:

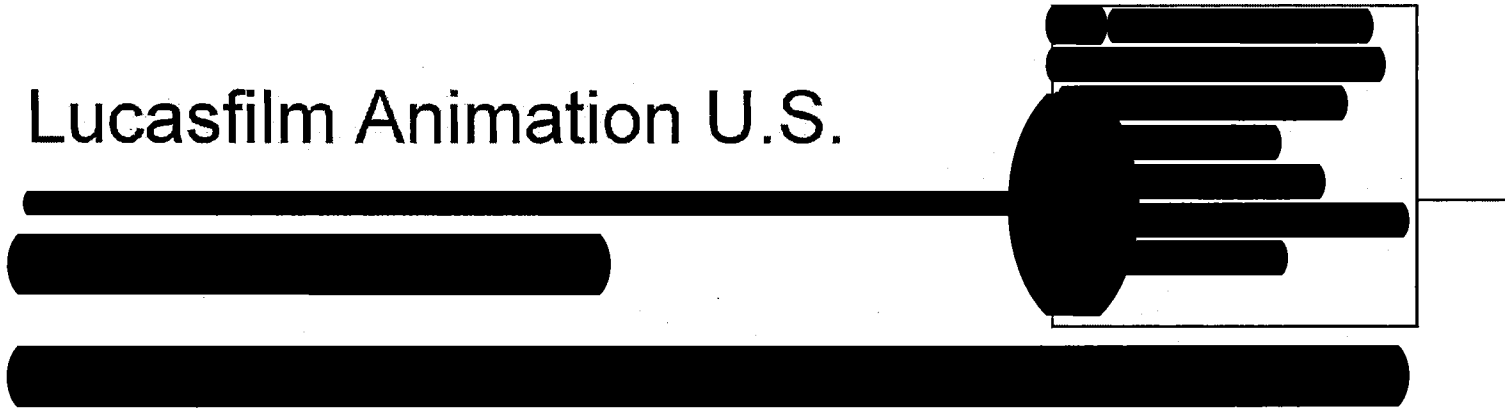
- No stock, no bonuses
- Biggest area of growth
- Rarest type of talent – best talent is PASSIVE
- Very few candidates apply for jobs
- Difficult to recruit - new industry, not enough talent



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Lucasfilm Animation U.S.



- Recruiting Headlines:

- Feature film with GWL big draw for talent
- Industry is 20 years old and there is a lot of available talent
- Cultural fit very important
- Easy to recruit Junior talent – almost too many applicants/candidates
- Relatively difficult to recruit Senior talent



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Lucasfilm Animation Singapore

[REDACTED]

[REDACTED]

- Recruiting Headlines:

- We didn't have a slide for this. Needs to be fleshed out.



Lucasfilm

[REDACTED]

[REDACTED]

- Recruiting Headlines:

- Nature of work has changed since production of EPs 1-3
- Very little turnover until the Presidio move
- Staff needs are growing as we transition from several small companies to one medium sized company
- Easy level of recruiting difficulty for Junior talent – almost too many applicants/candidates
- Very difficult to recruiting Senior talent



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LECL (Shared Services)

[REDACTED]

[REDACTED]

- Recruiting Headlines:

- Nature of work has changed since moving to Presidio
- Staff needs are growing as we transition from several small companies to one medium sized company
- Competition for staff is high; there are many similar opportunities in San Francisco for this group
- Relatively difficult to recruit employees



Skywalker Sound - NEEDS #'s

- Total headcount =
- Assumed 2008 recruiting needs: attrition, growth
- Recruiting Headlines:
 - Extremely project based workers
 - Fantasy and Zoetrope have closed leaving few bay area options for migrant talent; many seek work elsewhere
 - Unionized workforce
 - Easy to recruit Junior talent – almost too many applicants
 - Relatively difficult to recruit Senior talent



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Real Estate (Skywalker Properties/LDAC)

- Total headcount =
- Assumed 2008 recruiting needs: attrition, growth
- Recruiting Headlines:
 - We didn't have a slide for this. Needs to be fleshed out.



[REDACTED]



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